



L02000000561

ACCOUNT NO. : 072100000032

REFERENCE : 579661 7297395

AUTHORIZATION : Patricia Pigot

COST LIMIT : \$ 125.00

ORDER DATE : January 2, 2002

ORDER TIME : 2:24 PM

ORDER NO. : 579661-005

CUSTOMER NO: 7297395

800004747868--2

CUSTOMER: Monique Maclaren, Corp Spec.
International Capital Growth,
Llc
225 Ne Mizner Blvd.
Suite 750
Boca Raton, FL 33432

DOMESTIC FILING

NAME: CAPITAL GROWTH INVESTMENT FUND
ADVISORS, LLC

EFFECTIVE DATE: --

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: *JP*

02 JAN -2 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RECEIVED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 2, 2002

CSC
SARA LEA

SUBJECT: CAPITAL GROWTH INVESTMENT FUND ADVISORS, LLC
Ref. Number: W02000000130

We have received your document for CAPITAL GROWTH INVESTMENT FUND ADVISORS, LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

The certificate of designation of registered agent must list the registered agent's name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 802A00000197

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
CAPITAL GROWTH INVESTMENT FUND ADVISORS, LLC

ARTICLE I

Name

The name of the Limited Liability company is **CAPITAL GROWTH INVESTMENT FUND ADVISORS, LLC** (the "Company").

ARTICLE II

Address

The mailing address and street address of the principal office of the Company is 225 NE Mizner Boulevard, Suite 750, Boca Raton, Florida 33432.

ARTICLE III

Duration

The period of duration for the Company shall be perpetual.

ARTICLE IV

Management

The Company is to be managed by the members and the name and address of the initial managing member is:

ICG, L.P.
225 NE Mizner Boulevard
Suite 750
Boca Raton, Florida 33432

AD10000000273

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V

Admission of Additional Members

Members shall have the right to admit additional members as provided by the Florida Limited Liability Act by a 2/3 vote of the membership interests.

ARTICLE VI

Members' Rights to Continue Business

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

MEMBER:

ICG, L.P. BY A&M, LLC, GENERAL
PARTNER

By


Alan L. Jacobs, Managing Partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.407 OR 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **CAPITAL GROWTH INVESTMENT FUND ADVISORS, LLC.**
2. The address of the registered agent and office is: **225 NE Mizner Boulevard, Suite 750, Boca Raton, FL 33432.** The name of the registered agent is **Monique MacLaren.**

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with the obligations of my position as a registered agent.

By *Monique MacLaren*
Monique MacLaren

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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